

# **EXHIBIT 40**

1 UNITED STATES DISTRICT COURT

2 DISTRICT OF NEVADA

3 Case No. 2:10 CV 0106 LRH PAL

4  
5 ORACLE USA, INC., a Colorado )  
6 corporation, ORACLE AMERICA, INC., )  
7 a Delaware corporation; and ORACLE )  
8 INTERNATIONAL CORPORATION, a )  
9 California corporation, )

10 Plaintiff, )

11 v. )

12 RIMINI STREET, INC., a Nevada )  
13 corporation; and SETH RAVIN, an )  
14 individual, )  
15 Defendant. )

16  
17  
18  
19 DEPOSITION OF DOUGLAS W. BARON

20 Washington, D.C.

21 May 10, 2011

22  
23  
24 Reported by: Mary Ann Payonk, RDR CRR

25 Job No. 38748

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May 10, 2011  
9:34 a.m.

Deposition of DOUGLAS W. BARON, held at the law offices of Boies, Schiller & Flexner, 5301 Washington Ave., N.W., Washington, D.C., pursuant to Notice before Mary Ann Payonk, a Certified Realtime Reporter and notary public of the District of Columbia.

# APPEARANCES:

## ON BEHALF OF PLAINTIFF:

KIERAN P. RINGGENBERG, ESQUIRE  
ALEXIS LOEB, ESQUIRE  
BOIES, SCHILLER & FLEXNER LLP  
1999 Harrison Street  
Suite 900  
Oakland, CA 94612

## ON BEHALF OF DEFENDANT:

ROBERT H. RECKERS, ESQUIRE  
RYAN DYKAL, ESQUIRE  
SHOOK, HARDY & BACON L.L.P.  
600 Travis Street, Suite 1600  
Houston, TX 77002

## ALSO PRESENT:

Conway Barker, Legal Video Specialist  
Christopher Pickett, Vice President,  
Legal Affairs, Rimini Street  
David Ray, Elysium Digital

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D. Baron

THE VIDEOGRAPHER: This is the beginning of tape labeled number 1 in the video deposition of Douglas W. Baron in the matter of Oracle U.S.A., Incorporated et al versus Rimini Street, Incorporated, et al, in the United States District Court for the -- of Nevada, Case Number 2:10-CV-00106-LRH-PAL.

This deposition is being held at Boies, Schiller, 5301 Wisconsin Avenue, Northwest, Washington, D.C., on May 10, 2011, approximately at 9:34.

Would counsel please identify yourselves and state whom you represent?

MR. RINGGENBERG: Kieran Ringgenberg, Boies Schiller Flexner, for the plaintiffs.

MS. LOEB: Alexis Loeb from Boies, Schiller & Flexner, also for the plaintiffs.

MR. PICKETT: Chris Pickett, vice president, legal affairs, Rimini Street.

MR. DYKAL: Ryan Dykal, Shook,

D. Baron

Hardy & Bacon, for the defendant.

MR. RECKERS: Rob Reckers, Shook, Hardy & Bacon, for the defendants.

THE VIDEOGRAPHER: On the telephone, could you please introduce yourself?

MR. RAY: My name is David Ray. I'm with Elysium Digital for the plaintiff.

THE VIDEOGRAPHER: Thank you.

The court reporter is Mary Ann Payonk, the video camera operator is Conway Barker, both on behalf of TSG. Will deposition -- would you please swear in the witness, and we can proceed.

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## DOUGLAS BACON,

called as a witness, having been duly sworn, was examined and testified as follows:

## EXAMINATION

## BY MR. RINGGENBERG:

Q. Good morning, sir. We just met

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1 D. Baron  
 2 briefly off the record, but could you just  
 3 state your name for the record, please?  
 4 A. Douglas Baron.  
 5 Q. And you currently work for Rimini  
 6 Street; is that right?  
 7 A. I do work for Rimini Street.  
 8 Q. Could you give me your professional  
 9 background before you joined Rimini Street?  
 10 A. Are you interested in prior companies  
 11 that I worked for?  
 12 Q. Please.  
 13 A. Okay. Before joining Rimini Street,  
 14 I worked for a company called TomorrowNow.  
 15 Before working for TomorrowNow, I worked for  
 16 PeopleSoft/Oracle. Before that, I worked for a  
 17 company called American Management Systems.  
 18 Q. What'd you do at American Management  
 19 Systems?  
 20 A. I was a programmer. I also  
 21 eventually became a manager of other  
 22 programmers while I was there.  
 23 Q. What language is -- what -- what type  
 24 of development did you oversee there?  
 25 A. At American Management Systems?

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1 D. Baron  
 2 coworker, George Lester, and he described  
 3 TomorrowNow. And I decided at one point in  
 4 time that I would leave Oracle and join  
 5 TomorrowNow.  
 6 Q. And did you work there from '05 to  
 7 '06? Is that correct?  
 8 A. At -- at TomorrowNow?  
 9 Q. Right.  
 10 A. It was a nine-month period, and it  
 11 did go from either December or January  
 12 2005/2006 to October of 2006.  
 13 Q. And you joined Rimini Street in  
 14 October of 2006?  
 15 A. That is correct.  
 16 Q. And did Mr. -- did Mr. Lester invite  
 17 you to -- to join Rimini Street?  
 18 A. He actually told me that he was  
 19 leaving TomorrowNow. He -- I asked him where  
 20 he was going. He described where he was going,  
 21 and it sounded interesting.  
 22 And then at that point, he put me in  
 23 touch with Dennis Chiu, if I was interested in  
 24 interviewing with Rimini Street. And so I  
 25 interviewed with Dennis Chiu, and then from

1 D. Baron  
 2 Q. Correct.  
 3 A. This was primarily COBOL programming.  
 4 Q. How long were you at  
 5 PeopleSoft/Oracle?  
 6 A. I was at PeopleSoft/Oracle for  
 7 approximately seven and a half years.  
 8 Q. And did you work on anything other  
 9 than PeopleSoft applications?  
 10 A. I was not a PeopleSoft developer when  
 11 I was with PeopleSoft/Oracle.  
 12 Q. What did you do?  
 13 A. I was a technical consultant,  
 14 traveling consultant.  
 15 Q. And did you consult on -- primarily  
 16 on PeopleSoft issues?  
 17 A. Primarily on PeopleSoft issues, that  
 18 is correct.  
 19 Q. So what types of things did you do?  
 20 Just kind of give me an example, maybe.  
 21 A. Troubleshooting. Resolving issues  
 22 related to performance. In some instances, I  
 23 might do a minor upgrade or a minor install.  
 24 Q. How did you come to join TomorrowNow?  
 25 A. I was in communication with a prior

1 D. Baron  
 2 there, I became more interested and accepted an  
 3 offer.  
 4 Q. Did he tell you why he was leaving?  
 5 That is, Mr. Lester.  
 6 A. I know one thing that was important  
 7 to him at the time was that he would be getting  
 8 a more senior role within Rimini Street than  
 9 what he had at TomorrowNow.  
 10 Q. Did he relay any other reason to you  
 11 why he was moving from --  
 12 A. I believe --  
 13 Q. -- TomorrowNow?  
 14 A. -- that was the primary thing that he  
 15 described to me.  
 16 Q. I -- I did not -- usually -- in  
 17 depositions, I usually do but did not do the  
 18 ground rules, and it probably would be helpful.  
 19 I'm going to ask questions. You're  
 20 going to answer them. It's important that we  
 21 not talk over each other because the court  
 22 reporter's trying to write everything down.  
 23 I have trouble, and I will probably  
 24 interrupt you at some point with a question.  
 25 I'll do my best not to. It's important that

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1 D. Baron

2 you do your best to wait for my questions to be  
3 complete even before answering --

4 A. Understood.

5 Q. -- even if you know what I'm going to  
6 say, which you probably will.

7 If you need to take a break at any  
8 time, just let me know. We need to do that  
9 without a question pending, but if you finish  
10 your answer and you want to take a break, let  
11 us know and we will try to accommodate you.

12 Is there any reason why you can't  
13 give your best testimony today? Any health  
14 reason? On medication? Anything like that?

15 A. No, not to my knowledge.

16 Q. What has your role been at Rimini  
17 Street?

18 A. My initial role at Rimini Street was  
19 to set up the first few PeopleSoft environments  
20 for our first few customers. That was my very  
first role.

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6 A. At TomorrowNow, I was a technical  
support engineer.

7 Q. So what -- what tasks did you -- were  
8 you responsible for?

9 A. I was primarily responsible for  
10 assisting primary support engineers when they  
11 received a client case that was too technical  
12 for them to handle, and then they would hand it  
13 off to me.

14 Q. Were you involved at all in obtaining  
15 material from Customer Connection or other  
16 Oracle-operated databases or -- or websites  
17 while you were at TomorrowNow?

18 A. No. I was not involved in that  
19 activity while I was at TomorrowNow.

20 Q. Have you ever heard of a -- a program  
21 called Titan that was used at TomorrowNow?

22 A. I've heard the name.

23 Q. But you didn't have any involvement  
24 in its creation?

25 A. I had no involvement with Titan.

21 Q. And you created programs -- strike  
that.

22 Rimini Street in your time has  
23 supported three lines of applications from  
24 Oracle, is that right? PeopleSoft, JD Edwards,  
25 and Siebel. Was that correct?

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1 D. Baron

2 A. I know at least those three are  
3 supported by Rimini Street.

4 Q. And you built applications to obtain  
5 information relating to each of those three  
6 product lines; is that correct?

7 A. Yes, PeopleSoft, JD Edwards and some  
8 Siebel was obtained using these extract  
9 programs.

10 Q. Siebel is S-I-E -- S-I-E-B-E-L; is  
11 that right?

A. As far as I know, that is correct.

C E R T I F I C A T E

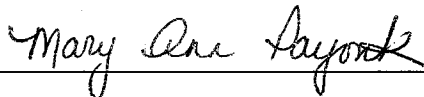
DISTRICT OF COLUMBIA:

I, MARY ANN PAYONK, CRR-RDR, CBC, CCP,  
CLR, shorthand reporter, do hereby certify:

That the witness whose deposition is  
hereinbefore set forth was duly sworn, and that  
such deposition is a true record of the  
testimony given by such witness.

I further certify that I am not related  
to any of the parties to this action by blood  
or marriage, and that I am in no way interested  
in the outcome of this matter.

IN WITNESS WHEREOF, I have hereunto set  
my hand this 13th day of May, 2011.



MARY ANN PAYONK, CRR-RDR, CBC, CCP, CLR  
Shorthand Reporter





